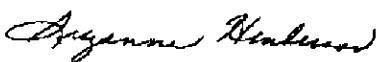


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Suzanne Henderson

Tarrant County Texas

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2 Pages

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**AMENDMENT OF DESCRIPTION OF OIL AND GAS LEASE
AND MEMORANDUM OF OIL AND GAS LEASE**

STATE OF TEXAS }
COUNTY OF TARRANT }

WHEREAS, Shady Oaks Minerals, LTD., a Texas Limited Partnership, hereinafter referred to as "Lessor", heretofore executed an unrecorded Oil and Gas Lease dated September 24, 2008, to XTO Energy Inc., hereinafter referred to as "Lessee", and as recorded by Memorandum of Oil and Gas Lease at Clerk's Document No. 208427067, Official Public Records of Tarrant County, Texas, hereinafter referred to as "the Lease", whereby Lessor leased certain lands situated in Tarrant County, Texas, as described in the Lease and the Memorandum of Oil and Gas Lease to wit:

71.6072 acres, more or less, situated in the Thomas M. Hood Survey, A-706, Tarrant County, Texas, and being more particularly described in the following four (4) tracts of land:

TRACT 1: 17.1572 acres, more or less, and being part of that certain 18.16 acre tract more particularly described in that certain Mineral Deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346526, Official Public Records, Tarrant County, Texas; LESS AND EXCEPT: 1.0028 acres, more or less, being situated in the Thomas M. Hood Survey, A-706, and being more particularly described in that certain Mineral Deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346526, Official Public Records, Tarrant County, Texas; and

TRACT 2: 18.15 acres, more or less, and being more particularly described in that certain Mineral Deed August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346527, Official Public Records, Tarrant County, Texas; and

TRACT 3: 35.285 acres, more or less, and being part of that certain 36.3 acre tract more particularly described in that certain Mineral Deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346528, Official Public Records, Tarrant County, Texas; LESS AND EXCEPT: 1.015 acres, more or less, being situated in the Thomas M. Hood Survey, A-706, and being more particularly described in that certain Mineral deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346528, Official Public Records, Tarrant County, Texas; and

TRACT 4: 1.015 acres, more or less, and being more particularly described in that certain Mineral Deed dated August 26, 2008, from John L. Clow and Virginia F. Clow to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346529, Official Public Records, Tarrant County, Texas.

AND WHEREAS, said description in the Lease and Memorandum of Oil and Gas Lease is incomplete and indefinite and the lands intended to be covered are more accurately described as follows:

D208463727

71.6072 acres, more or less, situated in the Thomas M. Hood Survey, A- 706, Tarrant County, Texas, and being more particularly described in the following four (4) tracts of land:

TRACT 1: 17.1572 acres, more or less, being more particularly described in that certain Mineral Deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D208346526, Official Public Records, Tarrant County, Texas.

TRACT 2: 18.15 acres, more or less, and being more particularly described in that certain Mineral Deed August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D206346527, Official Public Records, Tarrant County, Texas; and

TRACT 3: 35.285 acres, more or less, and being more particularly described in that certain Mineral Deed dated August 26, 2008, from Shady Oaks Ranch, LTD., a Texas Limited Partnership, to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D208346528, Official Public Records, Tarrant County, Texas.

TRACT 4: 1.015 acres, more or less, and being more particularly described in that certain Mineral Deed dated August 26, 2008, from John L. Clow and Virginia F. Clow to Shady Oaks Minerals, LTD., a Texas Limited Partnership, as recorded in Document No. D208346529, Official Public Records, Tarrant County, Texas.

NOW, THEREFORE, in consideration of the premises, and for the purposes of making the said lease definite and certain in respect to the identity of the lands to be covered thereby, the undersigned Shady Oaks Minerals, LTD., a Texas Limited Partnership, does hereby declare that it was and is our intention to lease for oil and gas purposes the identical tract of land last above described; and we hereby amend said lease in respect to the description of the lands included therein, as aforesaid, and ratify and adopt the same as so amended.

EXCEPT as otherwise amended the above described lease is and shall remain in full force and effect as written in accordance with its terms and conditions, and the undersigned Lessor recognizes said lease as a valid and sustaining Oil and Gas Lease.

IN WITNESS WHEREOF, this instrument is executed by the undersigned Lessor on the respective date of acknowledgment below, but is effective as of the date of September 24, 2008, date of The Lease.

LESSOR:

Shady Oaks Minerals, LTD., a Texas limited partnership
By: Shady Oaks Mineral Management, LLC, its General Partner

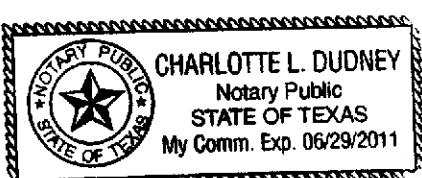
John L. Clow
John L. Clow, as President

1244 Trail Ridge Drive
Keller, Texas 76248

**STATE OF TEXAS }
COUNTY OF Tarrant }**

This instrument was acknowledged before me on the 10th day of December, 2008, by John L. Clow, as President of Shady Oaks Mineral Management, LLC, as General Partner of Shady Oaks Minerals, LTD., a Texas limited partnership, acting on behalf of said partnership.

Charlotte L. Dudley
Notary Public, State of Texas



Return to: Bryson G. Kuba
6127 Green Jacket Dr.
Apt.# 1136
Fort Worth, TX 76137